

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

FILED  
CLERKS OFFICE  
2004 NOV -8 A 11:38

PETER A. SPALLUTO  
and ACCESS WITH SUCCESS, INC.,  
Plaintiffs

v.

KSA REALTY TRUST, RICHARD L.  
FRIEDMAN, JOHN HALL, II,  
PETER DIANA, GARY GIANINO,  
TRUSTEES,  
Defendants

CIVIL ACTION NO.: 04-10249 WGY

**STIPULATION OF DISMISSAL AS TO ALL DEFENDANTS**

Pursuant to Fed. R. Civ. P. Rule 41 (a)(1)(ii), the plaintiffs, Peter A. Spalluto and Access with Success, Inc., through counsel, and with the assent of all defendants, hereby stipulate that all claims which were raised or could have been raised by the plaintiffs against the defendants be dismissed with prejudice, without costs, and waiving all rights of appeal.

This stipulation is subject to the parties' agreement that the Court shall retain jurisdiction only to enforce the terms of the settlement, if necessary.


Respectfully submitted,

Peter A. Spalluto

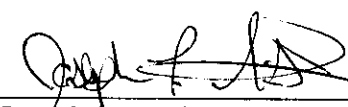
KSA Realty Trust, et al.

By his Attorneys,

By their Attorneys,

  
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Dated: Nov. 2, 2004

  
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Dated: Nov. 8, 2004